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COMMONWEALTH OF VIRGINIA

STATE CORPORATION COMMISSION

AT RICHMOND, OCTOBER 24, 2000

APPLICATION OF

SOUTHERN ENERGY POTOMAC RIVER, LLC

CASE NO. PUE000547

For a certificate of public  
convenience and necessity:  
Potomac River Station

PETITION OF

POTOMAC ELECTRIC POWER COMPANY

and

CASE NO. PUA000078

SOUTHERN ENERGY POTOMAC RIVER, LLC

For authority to acquire and  
dispose of utility assets:  
Potomac River Station

ORDER REVISING SCHEDULE

On September 25, 2000, Potomac Electric Power Company ("PEPCO") and Southern Energy Potomac River, LLC ("SE-Potomac River"), filed their Joint Application of Potomac Electric Power Company and Southern Energy Potomac River, LLC ("Joint Application"). The parties seek approval of the sale by PEPCO and acquisition by SE-Potomac River of generating facilities at PEPCO'S Potomac River Station, Alexandria, Virginia. The Commission entered on October 20, 2000, its Order for Docketing

and Notice, and PEPCO and SE-Potomac River moved for reconsideration on October 24, 2000.

In their motion, the parties stated that they intend to close on their transactions on November 30, 2000. PEPCO and SE-Potomac River offered an alternative schedule for receiving comments and requests for hearing from the public and for the filing of the Staff report and memoranda on the legal issues. In support of the revised schedule, PEPCO and SE-Potomac River stated that newspaper publication of notice can be completed by Friday, October 27, 2000. The applicants also advised that the Commission Staff has agreed to the revised schedule.

Upon review of the motion, the Commission has reconsidered the Order for Docketing and Notice, and we will revise the procedural schedule as proposed by PEPCO and SE-Potomac River.

Accordingly, IT IS ORDERED THAT:

(1) Ordering paragraph (3) of the Order for Notice and Docketing of October 20, 2000, is revised as follows: on or before October 27, 2000, PEPCO and SE-Potomac River shall deliver by hand a copy of the Joint Application, as corrected and supplemented, a copy the Order for Notice and Docketing of October 20, 2000, and a copy of this Order on the President of Virginia Electric and Power Company, the Mayor of the City of Alexandria, and the Director of the Virginia Department of Environmental Quality.

(2) Ordering paragraph (5) of the Order for Notice and Docketing of October 20, 2000, is revised as follows: SE-Potomac River and PEPCO shall cause the following notice to be published by October 27, 2000, as display advertising (not classified) in a newspaper having general circulation in the City of Alexandria:

NOTICE TO THE PUBLIC OF A PETITION OF  
POTOMAC ELECTRIC POWER COMPANY AND SOUTHERN  
ENERGY POTOMAC RIVER, LLC, FOR AUTHORITY TO  
DISPOSE OF AND TO ACQUIRE GENERATING  
FACILITIES AT THE POTOMAC RIVER STATION,  
ALEXANDRIA, VIRGINIA, AND AN APPLICATION OF  
SOUTHERN ENERGY POTOMAC RIVER, LLC, FOR A  
CERTIFICATE OF CONVENIENCE AND NECESSITY TO  
ACQUIRE AND TO OPERATE GENERATING FACILITIES

Potomac Electric Power Company ("PEPCO") and Southern Energy Potomac River, LLC ("SE-Potomac River"), have filed a joint application with the State Corporation Commission seeking various regulatory approvals. PEPCO seeks authority to dispose of its generating units and related facilities located at the Potomac River Station, Alexandria, Virginia, and SE-Potomac River seeks authority to acquire these facilities. In addition, SE-Potomac River seeks a certificate of public convenience and necessity from the State Corporation Commission authorizing it to acquire and to operate these facilities.

PEPCO owns generation and transmission facilities located at the Potomac River Station, but it does not provide retail electric service in the Commonwealth of Virginia. PEPCO will retain ownership of transmission facilities and a substation located at the Potomac River Station.

Upon acquisition of the generating units and related facilities, SE-Potomac River intends to sell all the power from the Potomac River Station at wholesale. SE-Potomac River will not provide transmission or distribution services in Virginia. SE-Potomac River requests that its facilities be exempted from various utility regulatory provisions imposed by Virginia law.

A copy of the application and related materials is available for public inspection between the hours of 8:15 a.m. and 5:00 p.m. on Commission business days in the Commission's Document Control Center located on the first floor of the Tyler Building, 1300 East Main Street, Richmond, Virginia. A copy of the application and related materials is also available for public inspection during regular business hours at the Alexandria Public Library Barrett Branch, 717 Queen Street, Alexandria, Virginia (Telephone: (703) 838-4555).

Any interested person may submit written comments on the application. Interested persons may also request a public hearing. Any request for public hearing must identify issues that cannot be resolved other than by oral testimony and cross-examination. Any written comments or requests for hearing should be filed by November 13, 2000, with the Clerk, State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218-2118. Correspondence should refer to Case Nos. PUE000547 and PUA000078. Copies of comments should be simultaneously sent to counsel to PEPCO, Gail D. Jaspen, Esquire, Reed Smith Hazel Thomas LLP, 901 East Byrd Street, Suite 1700, Richmond, Virginia 23219-4069 and to SE-Potomac River, Louis R. Monacell, Esquire, Christian & Barton, L.L.P., 909 East Main Street, Suite 1200, Richmond, Virginia 23219-3095.

POTOMAC ELECTRIC POWER COMPANY AND

SOUTHERN ENERGY POTOMAC RIVER, LLC

(3) Ordering paragraph (6) of the Order for Notice and Docketing of October 20, 2000, is revised as follows: any interested person may file written comments on the Joint Application or may request a public hearing. Any request for a hearing shall identify issues that may be resolved only by oral testimony and cross-examination. Comments or requests for hearing should be filed by November 13, 2000, with the Clerk of the State Corporation Commission, c/o Document Control Center, P.O. Box 2118, Richmond, Virginia 23218-2118. Any comments or requests for hearing should refer to Case Nos. PUE000547 and PUA000078. Copies of comments should be simultaneously sent to counsel to PEPCO, Gail D. Jaspen, Esquire, Reed Smith Hazel Thomas LLP, 901 East Byrd Street, Suite 1700, Richmond, Virginia 23219-4069 and to SE-Potomac River, Louis R. Monacell, Esquire, Christian & Barton, L.L.P., 909 East Main Street, Suite 1200, Richmond, Virginia 23219-3095.

(4) Ordering paragraph (7) of the Order for Notice and Docketing of October 20, 2000, is revised as follows: the Commission Staff shall review the application and, on or before November 17, 2000, shall file with the Clerk of the Commission an original and fifteen (15) copies of its report and shall serve a copy on all parties.

(5) Ordering paragraph (8) of the Order for Notice and Docketing of October 20, 2000, is revised as follows: on or before November 21, 2000, PEPCO and SE-Potomac River may file with the Clerk of the Commission an original and fifteen (15) copies of any comments on the Staff Report and shall serve a copy on all parties.

(6) Ordering paragraph (9) of the Order for Notice and Docketing of October 20, 2000, is revised as follows: on or before November 17, 2000, the parties and the Staff shall file memoranda on the identified issues of statutory interpretation.

(7) Ordering paragraph (11) of the Order for Notice and Docketing of October 20, 2000, is revised as follows: on or before October 30, 2000, PEPCO and SE-Potomac River shall file with the Clerk of the Commission certificates of the service and posting ordered in (1) and (2) above and a certificate of the publication ordered in (3) above.